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8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**

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11 ANGELES CHEMICAL COMPANY,
12 INC., a California corporation, et al.,

13 Plaintiff,

14 vs.

15 MCKESSON CORPORATION, a
California corporation, et al.,

16 Defendant.

Northern District Miscellaneous Matter
Case No. C 06-80343 Misc MMC (EDL)
Case No. C 07-80123 Misc MMC (EDL)

Case No. 01-10532 TJH (Ex)
Central District of California

**DECLARATION OF NICHOLAS
UNKOVIC IN SUPPORT OF SSD'S
OPPOSITION TO PLAINTIFFS' MOTION
TO COMPEL SQUIRE, SANDERS &
DEMPSEY'S COMPLIANCE WITH
MARCH 22, 2007 COURT ORDER**

17
18 Date: June 6, 2007
19 Time: 9:00 a.m.
Courtroom: Courtroom E, 15th Floor

1 I, Nicholas Unkovic, declare as follows:

2 1. I am a partner with the law firm of Squire, Sanders & Dempsey L.L.P. ("SSD"). I
3 make this declaration of my own personal knowledge except where indicated below. In 1986, I
4 was the Graham & James ("G&J") partner principally responsible for due diligence performed by
5 G&J relating to the potential acquisition of certain assets from McKesson ("the due diligence").

6 2. Those document summaries ("the Summaries") that are described on SSD's
7 privilege log as "Due Diligence Document Review Summary (Non-Environmental) and/or "Due
8 Diligence Document Review Summary (Environmental) (SSD Privilege Log item nos. 5, 6, 7, 8,
9 9, 10, 11, 18, 19, 20 and 56) were prepared under my general direction. Although other G&J
10 personnel participated, G&J attorney Francis Toldi had substantial responsibility for preparation
11 of the Non-Environmental Summaries, and G&J attorney Jennifer Hernandez had substantial
12 responsibility for preparation of the Environmental Summaries. Francis Toldi and Jennifer
13 Hernandez are not with SSD.

14 3. The Summaries were prepared as part of the due diligence process. The due
15 diligence process included legal advice and services provided in connection with the negotiation
16 and documentation of the transaction, for a variety of purposes, including potential claims or
17 litigation. Those purposes include transaction evaluation, preparation of transaction
18 documentation, and advice regarding preparation for operational contingencies going forward,
19 including potential litigation with the other parties to the transaction and/or with third parties,
20 among many others. As part of this due diligence process, we used the summaries to note
21 comments about the content of such documents and to note follow-up items regarding documents
22 or other matters, including such potential dispute or litigation issues.

23 4. The Non-Environmental Summaries in the privilege log are multiple iterations of
24 the same document, which was revised over time as documents were received from McKesson.
25 Many include handwritten attorney notations. To the best of my knowledge, access to Summaries
26 was provided only to client representatives, including officers, directors, employees, agents,
27 accountants or consultants, and/or other persons within the attorney client privilege, including the
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1 joint defense and/or common interest doctrine of the attorney-client privilege, and/or attorney
2 work product protection.

3 5. To the best of my knowledge, SSD privilege log Exhibits 36, and 37 memorialize
4 the storage and/or shipment of documents received by G&J from McKesson during the 1986
5 transaction, reflecting client instructions as to the storage and/or shipment of the documents.

6 6. SSD log items 42 and 43 reflect email correspondence I had with Joel Summer, in-
7 house attorney for Univar as well as an internal SSD email in 2002 regarding transmittal of
8 documents from SSD to Univar. To the best of my knowledge the documents were requested by
9 Univar in association with anticipated or ongoing litigation with McKesson. The emails include
10 discussion of legal issues. The emails do not identify specific documents to be transferred.

11 7. SSD privilege log items 2, 41, and 48 are letters from G&J attorneys to clients or
12 their consultants, transmitting documents. To the best of my knowledge these communications
13 were made in the course of the attorney-client relationship.

14 I declare under the penalty of perjury under the laws of the State of California that the
15 foregoing is true and correct. Executed this 22nd day of May 2007 at Palo Alto, California.

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18 Nicholas Unkovic
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